

Law Offices

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March 13, 1998
VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

Re: Financial Management & Investment Corp.
Articles of Dissolution

Dear Sir:

Please file the enclosed Articles of Dissolution of Financial Management & Investment Corp. Our firm check in the amount of \$35.00 is enclosed for your fee.

If you have any questions or require additional information or documentation, please advise.

Very truly yours,

HOLLAND & KNIGHT LLP

Susan S. Coleman

Susan S. Coleman
Certified Legal Assistant

:SSC
Enclosure
copy to:
Alan Wachs, Esq.

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ARTICLES OF DISSOLUTION

OF

FINANCIAL MANAGEMENT & INVESTMENT CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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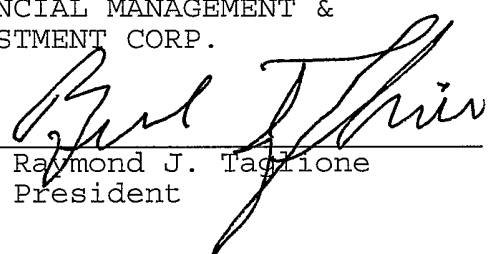
The undersigned, being the President of Financial Management & Investment Corp., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Financial Management & Investment Corp.
2. The Corporation was organized under the laws of the State of Florida on September 26, 1983.
3. On February 13, 1998, the sole shareholder of the Corporation authorized dissolution of the Corporation by written consent.
4. The number of votes cast by the shareholders for dissolution of the Corporation was sufficient to approve the dissolution of the Corporation.
5. These Articles of Dissolution shall be effective on March 13, 1998, and shall be filed with the Department of State of Florida within five business days from said date.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be signed by its President this 18 day of March, 1998.

FINANCIAL MANAGEMENT &
INVESTMENT CORP.

By:


Raymond J. Taglione
President